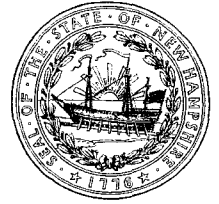




The State of New Hampshire
Department of Environmental Services



Michael P. Nolin
Commissioner

Atlantic Paper Mills of New Hampshire, LLC
P.O. Box 126
Ashuelot, NH 03441

Re: 116 Lost Road, Winchester, NH
AFS #3300500004

**AMENDMENT TO
ADMINISTRATIVE ORDER
BY CONSENT
No. ARD 06-002
(Sta.S)**

A. INTRODUCTION

This Amendment to Administrative Order by Consent No. ARD 06-002 is issued by the Department of Environmental Services, Air Resources Division ("DES") to, and with the consent of, Atlantic Paper Mills of New Hampshire, LLC ("APM"), pursuant to RSA 125-C. DES issued Administrative Order by Consent No. ARD 06-002 to, and with the consent of, Atlantic Paper Mills of New Hampshire, LLC on April 17, 2006 ("the Order") to address violations of NH Admin. Rules Env-A 705. This Amendment to the Order by Consent is effective upon signature by all parties.

B. AMENDMENT

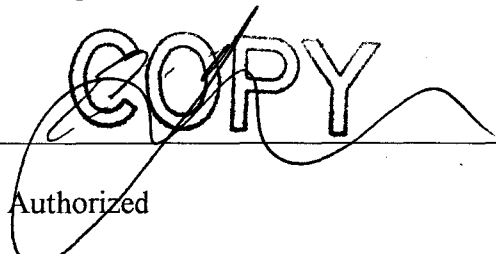
DES and APM agree to amend the Order by deleting paragraphs 1 & 2 of Section E of the Order, in their entirety, and replacing paragraphs 1 & 2 of Section E with the following text:

"1. Except as provided in paragraph E.3., below, APM will pay DES \$6,622.14 in 39 monthly installments, beginning April 1, 2006. By April 1, 2006, APM will pay DES \$176.64. Thereafter, APM will pay DES \$173.00 by the 15th of each month for the following 37 months, with the final payment of \$44.50 to be made on June 15, 2009.

2. No later than 10 days after the effective date of the first Amendment to the Order by Consent, APM will pay DES \$390.50, an amount equal to one-half of the emission-based fees owed for calendar year 2005."

The undersigned parties agree that in all other respects, the Order remains in full force and effect.

Atlantic Paper Mills of New Hampshire, LLC

By: 
Duly Authorized

Date 9/20/6

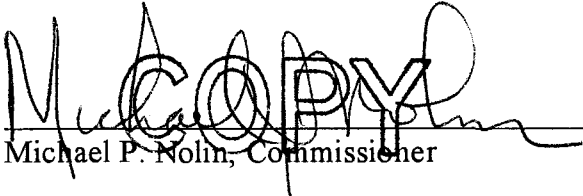
NH Department of Environmental Services



Robert R. Scott, Director
Air Resources Division

9-25-06

Date



Michael P. Nolin, Commissioner

09 26 06

Date

cc: Gretchen Hamel, Legal Unit Administrator
Public Information Officer, DES PIP Office
Jennifer Patterson, Sr. Asst. Attorney General, NHDOJ/EPB
John Stetser, Winchester Town Manager
AFS #3300500004